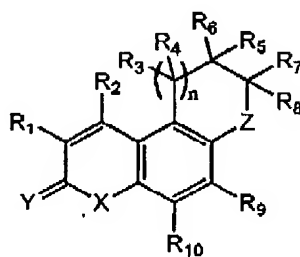


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This listing of claims will replace all prior versions, and listings, of claims in the application:

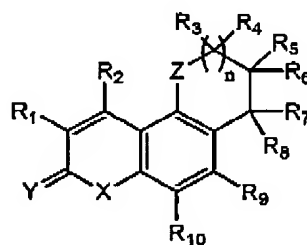
**Listing of Claims:**

1. (currently amended) A compound of the formula:



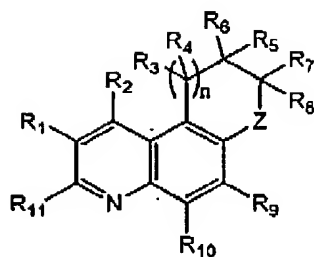
(I)

OR



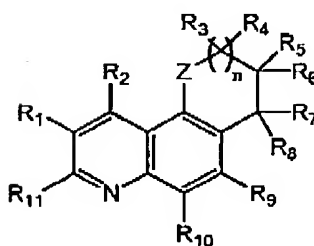
(II)

OR

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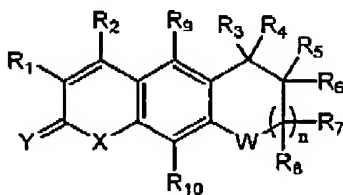
(III)

OR



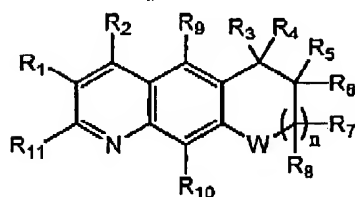
(IV)

OR



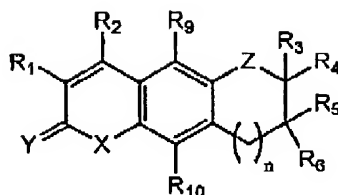
(V)

OR



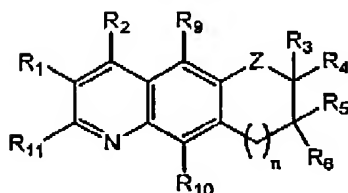
(VI)

OR

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(VII)

OR



(VIII)

wherein:

$R^1$  is selected from the group of hydrogen, F, Cl, Br, I,  $\text{NO}_2$ ,  $\text{OR}^{12}$ ,  $\text{SR}^{12}$ ,  $\text{SOR}^{12}$ ,  $\text{SO}_2\text{R}^{12}$ ,  $\text{NR}^{12}\text{R}^{13}$ ,  $\text{C}_1\text{-C}_8$  alkyl,  $\text{C}_1\text{-C}_8$  haloalkyl and  $\text{C}_1\text{-C}_8$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are ~~may be~~ optionally substituted;

$R^2$  is selected from the group of ~~hydrogen~~, F, Cl, Br, I,  $\text{CH}_3$ ,  $\text{CF}_3$ ,  $\text{CHF}_2$ ,  $\text{CH}_2\text{F}$ ,  $\text{CF}_2\text{Cl}$ , CN,  $\text{CF}_2\text{OR}^{12}$ ,  $\text{CH}_2\text{OR}^{12}$ ,  $\text{OR}^{12}$ ,  $\text{SR}^{12}$ ,  $\text{SOR}^{12}$ ,  $\text{SO}_2\text{R}^{12}$ ,  $\text{NR}^{12}\text{R}^{13}$ ,  $[[\text{C}_1\text{-C}_8]]\text{C}_2\text{-C}_8$  alkyl,  $\text{C}_1\text{-C}_8$  haloalkyl,  $\text{C}_1\text{-C}_8$  heteroalkyl,  $\text{C}_2\text{-C}_8$  alkenyl and  $\text{C}_2\text{-C}_8$  alkynyl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl and alkynyl groups are ~~may be~~ optionally substituted;

$R^3$  through  $R^8$  each independently is selected from the group of hydrogen, F, Cl, Br, I,  $\text{OR}^{12}$ ,  $\text{NR}^{12}\text{R}^{13}$ ,  $\text{SR}^{12}$ ,  $\text{SOR}^{12}$ ,  $\text{SO}_2\text{R}^{12}$ ,  $\text{C}_1\text{-C}_8$  alkyl,  $\text{C}_1\text{-C}_8$  haloalkyl,  $\text{C}_1\text{-C}_8$  heteroalkyl,  $\text{C}_2\text{-C}_8$  alkynyl,  $\text{C}_2\text{-C}_8$  alkenyl, aryl, heteroaryl and arylalkyl, wherein the alkyl, haloalkyl, heteroalkyl, alkynyl, alkenyl, aryl, heteroaryl and arylalkyl groups are ~~may be~~ optionally substituted; or

$R^3$  and  $R^5$  taken together form a bond; or

$R^5$  and  $R^7$  taken together form a bond; or

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$R^4$  and  $R^6$  taken together form a three- to eight-membered saturated or unsaturated carbocyclic or heterocyclic ring, wherein the carbocyclic or heterocyclic ring ~~mayis~~ optionally substituted; or

$R^6$  and  $R^8$  taken together form a three- to eight-membered saturated or unsaturated carbocyclic or heterocyclic ring, wherein the carbocyclic or heterocyclic ring ~~mayis~~ optionally substituted;

$R^9$  and  $R^{10}$  each independently is selected from the group of hydrogen, F, Cl, Br, I, CN,  $OR^{12}$ ,  $NR^{12}R^{13}$ ,  $C_m(R^{12})_{2m}OR^{13}$ ,  $SR^{12}$ ,  $SOR^{12}$ ,  $SO_2R^{12}$ ,  $NR^{12}C(O)R^{13}$ ,  $C_1$ - $C_8$  alkyl,  $C_1$ - $C_8$  haloalkyl,  $C_1$ - $C_8$  heteroalkyl and arylalkyl, wherein the alkyl, haloalkyl, heteroalkyl and arylalkyl groups ~~may-beare~~ optionally substituted;

$R^{11}$  is selected from the group of, F, Br, Cl, I, CN,  $OR^{14}$ ,  $NR^{14}R^{13}$ , and  $SR^{14}$ ;

$R^{12}$  and  $R^{13}$  each independently is selected from the group of hydrogen,  $C_1$ - $C_8$  alkyl,  $C_1$ - $C_8$  haloalkyl,  $C_1$ - $C_8$  heteroalkyl,  $C_2$ - $C_8$  alkenyl,  $C_2$ - $C_8$  alkynyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl, alkynyl, heteroaryl and aryl groups ~~may-beare~~ optionally substituted;

$R^{14}$  is selected from the group of hydrogen,  $C_1$ - $C_8$  alkyl,  $C_1$ - $C_8$  haloalkyl,  $C_1$ - $C_8$  heteroalkyl, aryl, heteroaryl,  $C(O)R^{15}$ ,  $CO_2R^{15}$  and  $C(O)NR^{15}R^{16}$ , wherein the alkyl, haloalkyl, heteroalkyl, aryl and heteroaryl groups ~~may-beare~~ optionally substituted;

$R^{15}$  and  $R^{16}$  each independently is selected from the group of hydrogen,  $C_1$ - $C_8$  alkyl,  $C_1$ - $C_8$  haloalkyl,  $C_1$ - $C_8$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may-beare~~ optionally substituted;

W is O or S;

X is  $N\{R^{14}\}$ ;

Y is selected from the group of O, S,  $N\{R^{12}\}$ , and  $NO\{R^{12}\}$ ;

Z is  $N\{R^{12}\}$ ;

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n is 0; and

m is 0 or 1;

or a pharmaceutically acceptable salt thereof.

2. (currently amended) A compound according to claim 1, wherein  $R^2$  is selected from the group of hydrogen, F, Cl, Br,  $CF_3$ ,  $CF_2Cl$ ,  $CF_2H$ ,  $CFH_2$ ,  $[[C_1-C_6]]C_2-C_6$  alkyl,  $C_1-C_6$  haloalkyl and  $C_1-C_6$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups may be optionally substituted.

3. (original) A compound according to claim 1, wherein  $R^2$  is selected from the group of  $CF_2OR^{12}$ ,  $CH_2OR^{12}$ ,  $OR^{12}$ ,  $SR^{12}$ ,  $SOR^{12}$ ,  $SO_2R^{12}$  and  $NR^{12}R^{13}$ .

4. (currently amended) A compound according to claim 1, wherein  $R^2$  is selected from the group of hydrogen, F, Cl, Br,  $CF_3$ ,  $CF_2Cl$ ,  $CF_2H$ ,  $CFH_2$ ,  $[[C_1-C_4]]C_2-C_4$  alkyl,  $C_1-C_4$  haloalkyl,  $C_1-C_4$  heteroalkyl,  $C_2-C_4$  alkenyl and  $C_2-C_4$  alkynyl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl and alkynyl groups may be optionally substituted.

5. (currently amended) A compound according to claim 4, wherein  $R^2$  is selected from the group of hydrogen, F, Cl,  $CF_3$ ,  $CF_2Cl$ ,  $CF_2H$ ,  $CFH_2$  and optionally substituted  $[[C_1-C_4]]C_2-C_4$  alkyl.

6. (currently amended) A compound according to claim 1, wherein  $R^9$  and  $R^{10}$  each independently is selected from hydrogen, F, Cl, Br,  $C_1-C_6$  alkyl,  $C_1-C_6$  haloalkyl and  $C_1-C_6$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups may be optionally substituted.

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7. (currently amended) A compound according to claim 6, wherein  $R^9$  and  $R^{10}$  each independently is selected from the group of hydrogen, F, Cl,  $C_1 - C_4$  alkyl,  $C_1 - C_4$  haloalkyl and  $C_1 - C_4$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted.

8. (original) A compound according to claim 7, wherein  $R^9$  and  $R^{10}$  each independently is selected from the group of hydrogen, F and  $CH_3$ .

9. (currently amended) A compound according to claim 1, wherein  $R^1$  is selected from the group of hydrogen, F, Cl, Br, I,  $C_1 - C_6$  alkyl,  $C_1 - C_6$  haloalkyl and  $C_1 - C_6$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted.

10. (currently amended) A compound according to claim 9, wherein  $R^1$  is selected from the group of hydrogen, F, Cl,  $C_1 - C_4$  alkyl,  $C_1 - C_4$  haloalkyl and  $C_1 - C_4$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted.

11. (original) A compound according to claim 9, wherein  $R^1$  is hydrogen or F.

12. (currently amended) A compound according to claim 1, wherein Y ~~and W~~  
~~each independently is~~ O or S.

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13. (original) A compound according to claim 12, wherein Y and W are each O.
14. (currently amended) A compound according to claim 1, wherein R<sup>11</sup> is selected from the group of F, Br, Cl, CN, OR<sup>14</sup>, NR<sup>14</sup>R<sup>13</sup>, and SR<sup>14</sup>.
15. (previously presented) A compound according to claim 14, wherein R<sup>11</sup> is selected from the group of F, Cl, OR<sup>14</sup>, SR<sup>14</sup>, and NR<sup>14</sup>R<sup>13</sup>.
16. (previously presented) A compound according to claim 15, wherein R<sup>11</sup> is selected from the group of Cl, OR<sup>14</sup> and SR<sup>14</sup>.
17. (original) A compound according to claim 16, wherein R<sup>11</sup> is OR<sup>14</sup>.
18. (cancelled)
19. (cancelled)
20. (cancelled)
21. (cancelled)
22. (cancelled)

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23. (currently amended) A compound according to claim 1, wherein  $R^{12}$  is selected from the group of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  haloalkyl,  $C_1$ - $C_6$  heteroalkyl,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl, alkynyl, heteroaryl and aryl groups ~~may beare~~ optionally substituted.

24. (currently amended) A compound according to claim 23, wherein  $R^{12}$  is selected from the group of hydrogen,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  haloalkyl and  $C_1$ - $C_4$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may beare~~ optionally substituted.

25. (currently amended) A compound according to claim 1, wherein  $R^{13}$  is selected from the group of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  haloalkyl,  $C_1$ - $C_6$  heteroalkyl,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl, alkynyl, heteroaryl and aryl groups ~~may beare~~ optionally substituted.

26. (currently amended) A compound according to claim 25, wherein  $R^{13}$  is selected from the group of hydrogen,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  haloalkyl and  $C_1$ - $C_4$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may beare~~ optionally substituted.

27. (cancelled)

28. (cancelled)

29. (cancelled)



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30. (currently amended) A compound according to claim 1, wherein  $R^3$  and  $R^4$  each independently is selected from the group of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  haloalkyl and  $C_1$ - $C_6$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted; or

$R^3$  and  $R^5$  taken together form a bond; or

$R^4$  and  $R^6$  taken together form a four to six membered saturated or unsaturated carbocyclic or heterocyclic ring, wherein the carbocyclic or heterocyclic ring ~~may be~~are optionally substituted.

31. (currently amended) A compound according to claim 30, wherein  $R^3$  and  $R^4$  each independently is selected from the group of hydrogen,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  haloalkyl and  $C_1$ - $C_4$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted.

32. (currently amended) A compound according to claim 1, wherein  $R^5$  and  $R^7$  each independently is selected from the group of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  haloalkyl and  $C_1$ - $C_6$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted; or

$R^5$  and  $R^7$  taken together form a bond.

33. (currently amended) A compound according to claim 32, wherein  $R^5$  and  $R^7$  each independently is selected from the group of hydrogen,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  haloalkyl and  $C_1$ - $C_4$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted.

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34. (currently amended) A compound according to claim 1, wherein  $R^6$  and  $R^8$  each independently is selected from the group of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  haloalkyl,  $C_1$ - $C_6$  heteroalkyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, heteroaryl and aryl groups ~~may beare~~ optionally substituted; or

$R^6$  and  $R^8$  taken together form a three to eight membered saturated or unsaturated carbocyclic or heterocyclic ring, wherein the carbocyclic or heterocyclic ring ~~may beare~~ optionally substituted.

35. (currently amended) A compound according to claim 34, wherein  $R^6$  and  $R^8$  each independently is selected from the group of hydrogen,  $C_1$  -  $C_4$  alkyl,  $C_1$  -  $C_4$  haloalkyl,  $C_1$  -  $C_4$  heteroalkyl, heteroaryl and aryl, wherein alkyl, haloalkyl, heteroaryl and aryl ~~may beare~~ optionally substituted; or

$R^6$  and  $R^8$  taken together form a four to six membered saturated or unsaturated carbocyclic or heterocyclic ring, wherein the carbocyclic or heterocyclic ring ~~may beare~~ optionally substituted.

36. (currently amended) A compound according to claim 1, wherein:

$R^1$  is selected from the group of hydrogen, F, Cl, Br, I,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  haloalkyl and  $C_1$ - $C_6$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may beare~~ optionally substituted;

$R^2$  is selected from the group of ~~hydrogen~~, F, Cl, Br,  $CF_3$ ,  $CF_2Cl$ ,  $CF_2H$ ,  $CFH_2$ ,  $[[C_1-C_6]]C_2-C_6$  alkyl;  $C_1$ - $C_6$  haloalkyl and  $C_1$ - $C_6$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may beare~~ optionally substituted; and

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$R^3$  and  $R^4$  each independently is selected from the group of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  haloalkyl and  $C_1$ - $C_6$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted.

37. (currently amended) A compound according to claim 36, wherein:

$R^5$  through  $R^8$  each independently is selected from the group of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  haloalkyl and  $C_1$ - $C_6$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted; or

$R^6$  and  $R^8$  taken together form a four to six membered saturated or unsaturated carbocyclic or heterocyclic ring, wherein the carbocyclic or heterocyclic ring ~~may be~~are optionally substituted.

38. (currently amended) A compound according to claim 37, wherein:

$R^9$  and  $R^{10}$  each independently is selected from the group of hydrogen, F, Cl, Br,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  haloalkyl and  $C_1$ - $C_6$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted;

$R^{12}$  is selected from the group of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  haloalkyl and  $C_1$ - $C_6$  heteroalkyl,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl, alkynyl, heteroaryl and aryl groups ~~may be~~are optionally substituted; and

$R^{14}$  is selected from the group of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  haloalkyl,  $C_1$ - $C_6$  heteroalkyl,  $C(O)R^{15}$ ,  $CO_2R^{15}$  and  $C(O)NR^{15}R^{16}$ , wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted.

39. (previously presented) A compound according to claim 38, wherein

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Y is O or S.

40. (currently amended) A compound according to claim 1, wherein said compound is selected from the group of:

6-Methyl-4-trifluoromethyl-7H-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5-Isopropyl-6-methyl-4-trifluoromethyl-7H-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5-Allyl-6-methyl-4-trifluoromethyl-7H-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5-(4-Methoxyphenyl)-6-methyl-4-trifluoromethyl-7H-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5-(3-Trifluoromethylphenyl)-6-methyl-4-trifluoromethyl-7H-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

4-Trifluoromethyl-5,6,7,8-tetrahydrocyclopentano[*g*]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

4-Trifluoromethyl-5,6,7,8,9,10-hexahydrocycloheptano[*g*]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-trifluoroethyl-4-trifluoromethylcyclopentano-  
[*g*]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-6,6a,7,8,9,9a(*cis*)-Hexahydro-6-trifluoroethyl-4-trifluoromethylcyclopentano-  
[*i*]pyrrolo[2,3-*g*]quinolin-2(1*H*)-one;

(±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-ethyl-4-trifluoromethylcyclopentano-[*g*]pyrrolo[3,2-  
*f*]quinolin-2(1*H*)-one;

(±)-6,6a,7,8,9,9a(*cis*)-Hexahydro-6-ethyl-4-trifluoromethylcyclopentano-[*i*]pyrrolo[2,3-  
*g*]quinolin-2(1*H*)-one;

(±)-5,6-Dihydro-5,6-*cis*-dimethyl-7-trifluoroethyl-4-trifluoromethyl-7H-pyrrolo[3,2-  
*f*]quinolin-2(1*H*)-one;

(±)-7,8-Dihydro-7,8-*cis*-dimethyl-6-trifluoroethyl-4-trifluoromethyl-6H-pyrrolo[2,3-  
*g*]quinolin-2(1*H*)-one;

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- (±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-propyl-4-trifluoromethylcyclopentano-[g]pyrrolo-[3,2-f]quinolin-2(1*H*)-one;
- (±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-(3-furanylmethyl)-4-trifluoromethyl-cyclopentano[g]pyrrolo[3,2-f]quinolin-2(1*H*)-one;
- (±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-(3-thiophenemethyl)-4-trifluoromethyl-cyclopentano[g]pyrrolo[3,2-f]quinolin-2(1*H*)-one;
- (±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-(2-methylpropyl)-4-trifluoromethyl-cyclopentano[g]pyrrolo[3,2-f]quinolin-2(1*H*)-one;
- (±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-(2,2,2-chlorodifluoroethyl)-4-trifluoromethylcyclopentano[g]pyrrolo[3,2-f]quinolin-2(1*H*)-one;
- (±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-cyclopropylmethyl-4-trifluoromethyl-cyclopentano[g]pyrrolo[3,2-f]quinolin-2(1*H*)-one;
- (±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-(2,2-dimethoxyethyl)-4-trifluoromethyl-cyclopentano[g]pyrrolo[3,2-f]quinolin-2(1*H*)-one;
- (±)-4c,5,6,7,8,8a(*cis*)-Hexahydro-9-(2,2,2-trifluoroethyl)-4-trifluoromethyl-9H-cyclohexano[g]pyrrolo[3,2-f]quinolin-2(1*H*)-one;
- (±)-4c,5,6,7,8,9,9a(*cis*),10-Octahydro-10-(2,2,2-trifluoroethyl)-4-trifluoromethyl-cycloheptano[g]pyrrolo[3,2-f]quinolin-2(1*H*)-one;
- (±)-5,6- *cis*-Dihydro-6-ethyl-5-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-f]quinolin-2(1*H*)-one;
- (±)-5,6- *cis*-Dihydro-5-butyl-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-f]quinolin-2(1*H*)-one;
- (±)-5,6- *cis*-Dihydro-5-(4-nitrophenyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-f]quinolin-2(1*H*)-one;

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- (±)-5,6- *cis*-Dihydro-5-(4-dimethylaminophenyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-5,6- *cis*-Dihydro-5-(4-methoxyphenyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-5,6- *cis*-Dihydro-5-(3-trifluoromethylphenyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-5,6- *cis*-Dihydro-5-(4-fluorophenyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-5,6-Dihydro-5-phenyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-5,6- *cis*-Dihydro-5-(4-methoxyphenyl)-6-methyl-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-5,6- *cis*-Dihydro-5-(4-methoxyphenyl)-6-methyl-7-(2,2-dimethoxyethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-5,6- *cis*-Dihydro-5-isopropyl-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-5,6-Dihydro-5-ethyl-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-5,6-Dihydro-5-ethyl-6-propyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-5,6-Dihydro-5-(2-ethoxycarbonyl-ethyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- ~~6-Ethyl-5-methyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;~~

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~~(±) 5,6-cis-Dihydro-5-methyl-6-ethyl-7-(2,2,2-trifluoroethyl)-7H-pyrrolo[3,2-f]quinolin-~~  
~~2(1H)-one;~~

5,6-Dimethyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-f]quinolin-2(1H)-  
one;

~~6-Ethyl-5-methyl-7-(2,2,2-trifluoroethyl)-7H-pyrrolo[3,2-f]quinolin-2(1H)-one;~~

6-Methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-f]quinolin-2(1H)-one;

6-Ethyl-5-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-f]quinolin-  
2(1H)-one;

5-Ethyl-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-f]quinolin-  
2(1H)-one;

5-Ethyl-6-propyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-f]quinolin-  
2(1H)-one;

5,6,7,8-Tetrahydro-8-trifluoroethyl-4-trifluoromethylcyclopentano[g]pyrrolo[3,2-  
f]quinolin-2(1H)-one;

8-Trifluoroethyl-4-trifluoromethyl-6,8-dihydrocyclopentano[g]pyrrolo[3,2-f]quinolin-  
2(1H)-one;

9-Trifluoroethyl-4-trifluoromethyl-9H-benzo[g]pyrrolo[3,2-f]quinolin-2(1H)-one;

6-Trifluoroethyl-4-trifluoromethyl-6,7,8,9-tetrahydrocyclopentano[i]pyrrolo[2,3-  
g]quinolin-2(1H)-one;

5-(3-Trifluoromethylphenyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-  
pyrrolo[3,2-f]quinolin-2(1H)-one;

5-(4-Fluorophenyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-  
f]quinolin-2(1H)-one;

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5-(2-Ethoxycarbonyl-ethyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-

pyrrolo[3,2-f]quinolin-2(1H)-one;

7-Ethyl-8-methyl-6-(2,2,2-trifluoroethyl)-4-trifluoromethyl-6H-pyrrolo[2,3-g]quinolin-

2(1H)-one;

5-Hydroxymethyl-6-ethyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-

f]quinolin-2(1H)-one;

5-Methyl-6-(1-hydroxyethyl)-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-

f]quinolin-2(1H)-one;

5-Methyl-6-acetyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-f]quinolin-

2(1H)-one;

5-Formyl-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-f]quinolin-

2(1H)-one;

5-Acetyloxymethyl-6-ethyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-

f]quinolin-2(1H)-one;

2-Acetyloxy-5-hydroxymethyl-6-ethyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-

pyrrolo[3,2-f]quinoline;

6-Ethyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-f]quinolin-2(1H)-one;

5-Ethoxymethyl-6-ethyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-

f]quinolin-2(1H)-one;

(+)-6-(1-Methoxyethyl)-5-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-

pyrrolo[3,2-f]quinolin-2(1H)-one;

7-Allyl-6-methyl-4-trifluoromethyl-5H-pyrrolo[2,3-f]quinolin-2(1H)-one;

6-Ethyl-7-methyl-4-trifluoromethyl-5H-pyrrolo[2,3-f]quinolin-2(1H)-one;

7-(3-Trifluoromethylphenyl)-6-methyl-4-trifluoromethyl-5H-pyrrolo[2,3-f]quinolin-

2(1H)-one;



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7-(2-Hydroxyethyl)-6-methyl-4-trifluoromethyl-5*H*-pyrrolo[2,3-*f*]quinolin-2(1*H*)-one;  
(+)-4*c*,5,6,7,7*a*(*cis*),8-Hexahydro-8-trifluoroethyl-4-trifluoromethylcyclopentano-  
[*g*]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;  
(-)-4*c*,5,6,7,7*a*(*cis*),8-Hexahydro-8-trifluoroethyl-4-trifluoromethylcyclopentano-  
[*g*]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;  
(±)-5,6-Dihydro-6-hydroxymethyl-4-trifluoromethylpyrrolo[3,2-*f*]quinolin-2(1*H*)-one;  
(±)-5,6-Dihydro-7-ethyl-6-hydroxymethyl-4-trifluoromethylpyrrolo[3,2-*f*]quinolin-2(1*H*)-  
one;  
7,8-Dihydro-6-(2,2,2-trifluoroethyl)-4-trifluoromethylpyrrolo[2,3-*g*]quinolin-2(1*H*)-one;  
6-(2,2,2-Trifluoroethyl)-4-trifluoromethylpyrrolo[2,3-*g*]quinolin-2(1*H*)-one;  
8-Chloro-6-(2,2,2-trifluoroethyl)-4-trifluoromethylpyrrolo[2,3-*g*]quinolin-2(1*H*)-one;  
5-Methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethylpyrrolo[3,2-*f*]quinolin-2(1*H*)-one;  
6-Formyl-5-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-  
2(1*H*)-one; and  
5,6-Dimethyl-7-(2,2-difluorovinyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-  
one.

41. (previously presented) A compound according to claim 1, wherein said compound is selected from the group of:

(±)-4*c*,5,6,7,7*a*(*cis*),8-Hexahydro-8-trifluoroethyl-4-trifluoromethylcyclopentano-  
[*g*]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;  
(±)-6,6*a*,7,8,9,9*a*(*cis*)-Hexahydro-6-trifluoroethyl-4-trifluoromethylcyclopentano-  
[*i*]pyrrolo[2,3-*g*]quinolin-2(1*H*)-one;  
(±)-4*c*,5,6,7,7*a*(*cis*),8-Hexahydro-8-ethyl-4-trifluoromethylcyclopentano-[*g*]pyrrolo[3,2-  
*f*]quinolin-2(1*H*)-one;

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- (±)-5,6-Dihydro-5,6-*cis*-dimethyl-7-trifluoroethyl-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-7,8-Dihydro-7,8-*cis*-dimethyl-6-trifluoroethyl-4-trifluoromethyl-6*H*-pyrrolo[2,3-*g*]quinolin-2(1*H*)-one;
- (±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-propyl-4-trifluoromethylcyclopentano-[*g*]pyrrolo-[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-(2,2,2-chlorodifluoroethyl)-4-trifluoromethylcyclopentano[*g*]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-cyclopropylmethyl-4-trifluoromethylcyclopentano[*g*]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-4c,5,6,7,8a(*cis*)-Hexahydro-9-(2,2,2-trifluoroethyl)-4-trifluoromethyl-9*H*-cyclohexano[*g*]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-5,6-*cis*-Dihydro-6-ethyl-5-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-5,6-*cis*-Dihydro-5-butyl-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-5,6-Dihydro-5-ethyl-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-5,6-Dihydro-5-ethyl-6-propyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- (±)-5,6-*cis*-Dihydro-5-methyl-6-ethyl-7-(2,2,2-trifluoroethyl)-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;
- 5,6-Dimethyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

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6-Methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-f]quinolin-2(1H)-one;

6-Ethyl-5-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-f]quinolin-2(1H)-one;

5-Ethyl-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-f]quinolin-2(1H)-one;

5,6,7,8-Tetrahydro-8-trifluoroethyl-4-trifluoromethylcyclopentano[g]pyrrolo[3,2-f]quinolin-2(1H)-one;

6-Trifluoroethyl-4-trifluoromethyl-6,7,8,9-tetrahydrocyclopentano[i]pyrrolo[2,3-g]quinolin-2(1H)-one;

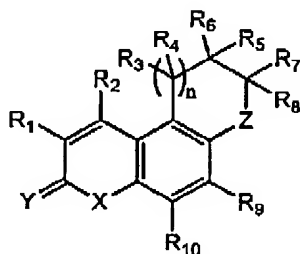
7-Ethyl-8-methyl-6-(2,2,2-trifluoroethyl)-4-trifluoromethyl-6H-pyrrolo[2,3-g]quinolin-2(1H)-one;

6-Ethyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7H-pyrrolo[3,2-f]quinolin-2(1H)-one;

(+) -4c,5,6,7,7a(cis),8-Hexahydro-8-trifluoroethyl-4-trifluoromethylcyclopentano-[g]pyrrolo[3,2-f]quinolin-2(1H)-one; and

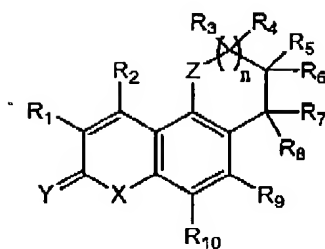
(–) -4c,5,6,7,7a(cis),8-Hexahydro-8-trifluoroethyl-4-trifluoromethylcyclopentano-[g]pyrrolo[3,2-f]quinolin-2(1H)-one.

42. (currently amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of formula:



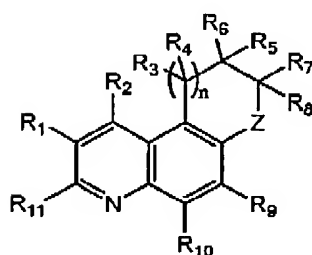
(I)

OR

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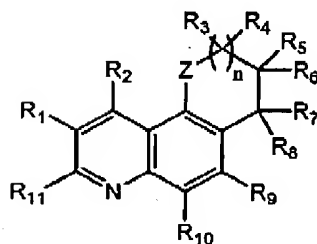
(II)

OR



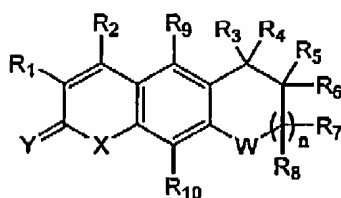
(III)

OR



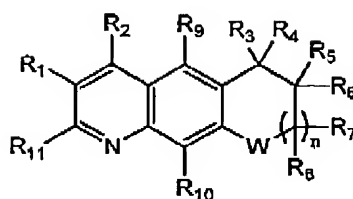
(IV)

OR



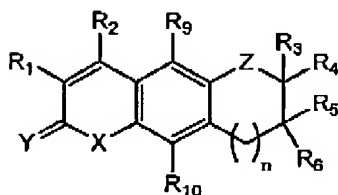
(V)

OR

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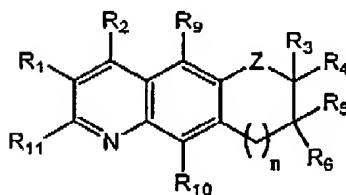
(VI)

OR



(VII)

OR



(VIII)

wherein:

$R^1$  is selected from the group of hydrogen, F, Cl, Br, I,  $\text{NO}_2$ ,  $\text{OR}^{12}$ ,  $\text{SR}^{12}$ ,  $\text{SOR}^{12}$ ,  $\text{SO}_2\text{R}^{12}$ ,  $\text{NR}^{12}\text{R}^{13}$ ,  $\text{C}_1\text{-C}_8$  alkyl,  $\text{C}_1\text{-C}_8$  haloalkyl and  $\text{C}_1\text{-C}_8$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups may bear optionally substituted;

$R^2$  is selected from the group of hydrogen, F, Cl, Br, I,  $\text{CH}_3$ ,  $\text{CF}_3$ ,  $\text{CHF}_2$ ,  $\text{CH}_2\text{F}$ ,  $\text{CF}_2\text{Cl}$ , CN,  $\text{CF}_2\text{OR}^{12}$ ,  $\text{CH}_2\text{OR}^{12}$ ,  $\text{OR}^{12}$ ,  $\text{SR}^{12}$ ,  $\text{SOR}^{12}$ ,  $\text{SO}_2\text{R}^{12}$ ,  $\text{NR}^{12}\text{R}^{13}$ ,  $[[\text{C}_1\text{-C}_8]]\text{C}_2\text{-C}_8$  alkyl,  $\text{C}_1\text{-C}_8$  haloalkyl,  $\text{C}_1\text{-C}_8$  heteroalkyl,  $\text{C}_2\text{-C}_8$  alkenyl and  $\text{C}_2\text{-C}_8$  alkynyl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl and alkynyl groups may bear optionally substituted;

$R^3$  through  $R^8$  each independently is selected from the group of hydrogen, F, Cl, Br, I,  $\text{OR}^{12}$ ,  $\text{NR}^{12}\text{R}^{13}$ ,  $\text{SR}^{12}$ ,  $\text{SOR}^{12}$ ,  $\text{SO}_2\text{R}^{12}$ ,  $\text{C}_1\text{-C}_8$  alkyl,  $\text{C}_1\text{-C}_8$  haloalkyl,  $\text{C}_1\text{-C}_8$  heteroalkyl,  $\text{C}_2\text{-C}_8$  alkynyl,  $\text{C}_2\text{-C}_8$  alkenyl, aryl, heteroaryl and arylalkyl, wherein the alkyl,

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haloalkyl, heteroalkyl, alkynyl, alkenyl, aryl, heteroaryl and arylalkyl groups ~~may be~~are optionally substituted; or

$R^3$  and  $R^5$  taken together form a bond; or

$R^5$  and  $R^7$  taken together form a bond; or

$R^4$  and  $R^6$  taken together form a three- to eight-membered saturated or unsaturated carbocyclic or heterocyclic ring, wherein the carbocyclic or heterocyclic ring ~~may be~~is optionally substituted; or

$R^6$  and  $R^8$  taken together form a three- to eight-membered saturated or unsaturated carbocyclic or heterocyclic ring, wherein the carbocyclic or heterocyclic ring ~~may be~~is optionally substituted;

$R^9$  and  $R^{10}$  each independently is selected from the group of hydrogen, F, Cl, Br, I, CN,  $OR^{12}$ ,  $NR^{12}R^{13}$ ,  $C_m(R^{12})_{2m}OR^{13}$ ,  $SR^{12}$ ,  $SOR^{12}$ ,  $SO_2R^{12}$ ,  $NR^{12}C(O)R^{13}$ ,  $C_1$ - $C_8$  alkyl,  $C_1$ - $C_8$  haloalkyl,  $C_1$ - $C_8$  heteroalkyl and arylalkyl, wherein the alkyl, haloalkyl, heteroalkyl and arylalkyl groups ~~may be~~are optionally substituted;

$R^{11}$  is selected from the group of, F, Br, Cl, I, CN,  $OR^{14}$ ,  $NR^{14}R^{13}$ , and  $SR^{14}$ ;

$R^{12}$  and  $R^{13}$  each independently is selected from the group of hydrogen,  $C_1$ - $C_8$  alkyl,  $C_1$ - $C_8$  haloalkyl,  $C_1$ - $C_8$  heteroalkyl,  $C_2$ - $C_8$  alkenyl,  $C_2$ - $C_8$  alkynyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl, alkynyl, heteroaryl and aryl groups ~~may be~~are optionally substituted;

$R^{14}$  is selected from the group of hydrogen,  $C_1$ - $C_8$  alkyl,  $C_1$ - $C_8$  haloalkyl,  $C_1$ - $C_8$  heteroalkyl, aryl, heteroaryl,  $C(O)R^{15}$ ,  $CO_2R^{15}$  and  $C(O)NR^{15}R^{16}$ , wherein the alkyl, haloalkyl, heteroalkyl, aryl and heteroaryl groups ~~may be~~are optionally substituted;

$R^{15}$  and  $R^{16}$  each independently is selected from the group of hydrogen,  $C_1$ - $C_8$  alkyl,  $C_1$ - $C_8$  haloalkyl,  $C_1$ - $C_8$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted;

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W is O or S;

X is N{R<sup>14</sup>};

Y is selected from the group of O, S, N{R<sup>12</sup>}, and NO{R<sup>12</sup>};

Z is N{R<sup>12</sup>};

n is 0; and

m is 0 or 1;

or a pharmaceutically acceptable salt thereof.

43. (original) A pharmaceutical composition according to claim 42, wherein the carrier is suitable for enteral, parenteral, suppository, or topical administration.

44. (currently amended) A pharmaceutical composition according to claim 42, wherein R<sup>1</sup> is selected from the group of hydrogen, F, Cl, Br, I, C<sub>1</sub> - C<sub>6</sub> alkyl, C<sub>1</sub> - C<sub>6</sub> haloalkyl and C<sub>1</sub> - C<sub>6</sub> heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~ optionally substituted.

45. (currently amended) A pharmaceutical composition according to claim 44, wherein R<sup>1</sup> is selected from the group of hydrogen, F, Cl, C<sub>1</sub> - C<sub>4</sub> alkyl, C<sub>1</sub> - C<sub>4</sub> haloalkyl and C<sub>1</sub> - C<sub>4</sub> heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~ optionally substituted.

46. (currently amended) A pharmaceutical composition according to claim 42, wherein R<sup>2</sup> is selected from the group of hydrogen, F, Cl, Br, CF<sub>3</sub>, CF<sub>2</sub>Cl, CF<sub>2</sub>H, CFH<sub>2</sub>, C<sub>1</sub> - C<sub>6</sub> alkyl, C<sub>1</sub> - C<sub>6</sub> haloalkyl and C<sub>1</sub> - C<sub>6</sub> heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~ optionally substituted.

47. (currently amended) A pharmaceutical composition according to claim 46, wherein R<sup>2</sup> is selected from the group of hydrogen, F, Cl, Br, CF<sub>3</sub>, CF<sub>2</sub>Cl, CF<sub>2</sub>H, CFH<sub>2</sub>, ~~[[C<sub>1</sub> - C<sub>4</sub>]]~~ C<sub>2</sub> - C<sub>4</sub> alkyl, C<sub>1</sub> - C<sub>4</sub> haloalkyl and C<sub>1</sub> - C<sub>4</sub> heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~ optionally substituted.

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48. (currently amended) A pharmaceutical composition according to claim 42, wherein  $R^9$  and  $R^{10}$  each independently is selected from the group of hydrogen, F, Cl, Br,  $C_1 - C_6$  alkyl,  $C_1 - C_6$  haloalkyl and  $C_1 - C_6$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted.

49. (original) A pharmaceutical composition according to claim 48, wherein  $R^9$  and  $R^{10}$  each independently is selected from the group of hydrogen, F and  $CH_3$ .

50. (currently amended) A pharmaceutical composition according to claim 42, wherein  $R^{11}$  is selected from the group of F, Br, Cl, CN,  $OR^{14}$ ,  $NR^{14}R^{13}$ , and  $SR^{14}$ .

51. (previously presented) A pharmaceutical composition according to claim 50, wherein  $R^{11}$  is selected from the group of F, Cl,  $OR^{14}$ ,  $SR^{14}$  and  $NR^{14}R^{13}$ .

52. (currently amended) A pharmaceutical composition according to claim 42, wherein Y and W ~~each independently~~ is O or S.

53. (cancelled)

54. (cancelled)

55. (currently amended) A pharmaceutical composition according to claim 42, wherein  $R^{12}$  is selected from the group of hydrogen,  $C_1 - C_6$  alkyl,  $C_1 - C_6$  haloalkyl,  $C_1 - C_6$  heteroalkyl,  $C_2 - C_6$  alkenyl,  $C_2 - C_6$  alkynyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl, alkynyl, heteroaryl and aryl groups ~~may be~~are optionally substituted.

56. (cancelled)

57. (currently amended) A pharmaceutical composition according to claim 42, wherein  $R^3$  and  $R^4$  each independently is selected from the group of hydrogen,  $C_1 - C_6$  alkyl,  $C_1 - C_6$  haloalkyl and  $C_1 - C_6$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted; or



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$R^3$  and  $R^5$  taken together form a bond; or

$R^4$  and  $R^6$  taken together form a four to six membered carbocyclic or heterocyclic ring, wherein the carbocyclic or heterocyclic ring ~~may~~is optionally substituted.

58. (currently amended) A pharmaceutical composition according to claim 42, wherein  $R^5$  and  $R^7$  each independently is selected from the group of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  haloalkyl and  $C_1$ - $C_6$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted; or

$R^5$  and  $R^7$  taken together form a bond.

59. (currently amended) A pharmaceutical composition according to claim 42, wherein  $R^6$  and  $R^8$  each independently is selected from the group of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  haloalkyl,  $C_1$ - $C_6$  heteroalkyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, heteroaryl and aryl groups ~~may be~~are optionally substituted; or

$R^6$  and  $R^8$  taken together form a three to eight membered saturated or unsaturated carbocyclic or heterocyclic ring, wherein the carbocyclic or heterocyclic ring ~~may~~is optionally substituted.

60. (currently amended) A pharmaceutical composition according to claim 42, wherein:

$R^1$  is selected from the group of hydrogen, F, Cl, Br, I,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  haloalkyl and  $C_1$ - $C_6$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted;

$R^2$  is selected from the group of hydrogen, F, Cl, Br,  $CF_3$ ,  $CF_2Cl$ ,  $CF_2H$ ,  $CFH_2$ ,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  haloalkyl and  $C_1$ - $C_6$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted; and

$[[R3]]R^3$  and  $[[R4]]R^4$  each independently is selected from the group of hydrogen,  $[[C1-C6]]C_1$ - $C_6$  alkyl,  $[[C1-C6]]C_1$ - $C_6$  haloalkyl and  $[[C1-C6]]C_1$ - $C_6$  heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted.

61. (currently amended) A pharmaceutical composition according to claim 60, wherein:

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R<sup>5</sup> through R<sup>8</sup> each independently is selected from the group of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl and C<sub>1</sub>-C<sub>6</sub> heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted; or

R<sup>6</sup> and R<sup>8</sup> taken together form a four to six membered saturated or unsaturated carbocyclic or heterocyclic ring, wherein the carbocyclic or heterocyclic ring ~~may is~~ optionally substituted.

62. (currently amended) A pharmaceutical composition according to claim 61, wherein:

R<sup>9</sup> and R<sup>10</sup> each independently is selected from the group of hydrogen, F, Cl, Br, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl and C<sub>1</sub>-C<sub>6</sub> heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted;

R<sup>12</sup> is selected from the group of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl and C<sub>1</sub>-C<sub>6</sub> heteroalkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl, alkynyl, heteroaryl and aryl groups ~~may be~~are optionally substituted; and

R<sup>14</sup> is selected from the group of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> heteroalkyl, C(O)R<sup>15</sup>, CO<sub>2</sub>R<sup>15</sup> and C(O)NR<sup>15</sup>R<sup>16</sup>, wherein the alkyl, haloalkyl and heteroalkyl groups ~~may be~~are optionally substituted.

63. (currently amended) A pharmaceutical composition according to claim 62, wherein Y is O or S.

64. (withdrawn) A method of treating an individual having a condition mediated by an androgen receptor comprising administering to said individual a pharmaceutically effective amount of a compound according to any one of claims 1, 40 or 41.

65. (withdrawn) A method according to claim 64, wherein said compound is represented by formula (I).

66. (withdrawn) A method according to claim 64, wherein said compound is represented by formula (II).

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67. (withdrawn) A method according to claim 64, wherein said compound is represented by formula (III).

68. (withdrawn) A method according to claim 64, wherein said compound is represented by formula (IV).

69. (withdrawn) A method according to claim 64, wherein said compound is represented by formula (V).

70. (withdrawn) A method according to claim 64, wherein said compound is represented by formula (VI).

71. (withdrawn) A method according to claim 64, wherein said compound is represented by formula (VII).

72. (withdrawn) A method according to claim 64, wherein said compound is represented by formula (VIII).

73. (withdrawn) A method according to claim 64, wherein said condition is selected from the group of acne, male-pattern baldness, impotence, sexual dysfunction, wasting diseases, hirsutism, hypogonadism, prostatic hyperplasia, osteoporosis, cancer cachexia and hormone-dependent cancers.

74. (withdrawn) A method according to claim 64, wherein said condition is alleviated with a therapy selected from the group of male hormone replacement therapy, female androgen replacement therapy and stimulation of hematopoiesis.

75. (withdrawn) A method of modulating an androgen receptor in an individual comprising administering an androgen receptor modulating effective amount of a compound according to any one of claims 1, 40 or 41.

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76. (withdrawn) A method according to claim 64, wherein said individual has a condition mediated by an androgen receptor

77. (withdrawn) A method according to claim 76, wherein said condition is selected from the group of acne, male-pattern baldness, impotence, sexual dysfunction, wasting diseases, hirsutism, hypogonadism, prostatic hyperplasia, osteoporosis, cancer cachexia and hormone-dependent cancers.

78. (withdrawn) A method according to claim 76, wherein said condition is alleviated with a therapy selected from the group of male hormone replacement therapy, female androgen replacement therapy and stimulation of hematopoiesis.

79. (withdrawn) A method according to claim 75, wherein said modulation is activation.

80. (withdrawn) A method according to claim 76, wherein said individual has a condition mediated by an androgen receptor.

81. (withdrawn) A method according to claim 80, wherein said condition is selected from the group of acne, male-pattern baldness, impotence, sexual dysfunction, wasting diseases, hirsutism, hypogonadism, prostatic hyperplasia, osteoporosis, cancer cachexia and hormone-dependent cancers.

82. (withdrawn) A method according to claim 80, wherein said condition is alleviated with a therapy selected from the group of male hormone replacement therapy, female androgen replacement therapy and stimulation of hematopoiesis.

83. (withdrawn) A method according to claim 79, wherein said compound provides 50% maximal activation of AR at a drug concentration of less than 100 nM.

84. (withdrawn) A method according to claim 79, wherein said compound provides 50% maximal activation of AR at a drug concentration of less than 50 nM.

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85. (withdrawn) A method according to claim 79, wherein said compound provides 50% maximal activation of AR at a drug concentration of less than 20 nM.
86. (withdrawn) A method according to claim 79, wherein said compound provides 50% maximal activation of AR at a drug concentration of less than 10 nM.
87. (withdrawn) A method according to claim 75, wherein said modulation is inhibition.
88. (withdrawn) A method according to claim 87, wherein said individual has a condition mediated by an androgen receptor.
89. (withdrawn) A method according to claim 88, wherein said condition is selected from the group of acne, male-pattern baldness, impotence, sexual dysfunction, wasting diseases, hirsutism, hypogonadism, prostatic hyperplasia, osteoporosis, cancer cachexia and hormone-dependent cancers.
90. (withdrawn) A method according to claim 88, wherein said condition is alleviated with a therapy selected from the group of male hormone replacement therapy, female androgen replacement therapy and stimulation of hematopoiesis.
91. (withdrawn) A method according to claim 87, wherein said compound provides 50% maximal inhibition of AR at a drug concentration of less than 100 nM.
92. (withdrawn) A method according to claim 87, wherein said compound provides 50% maximal inhibition of AR at a drug concentration of less than 50 nM.
93. (withdrawn) A method according to claim 87, wherein said compound provides 50% maximal inhibition of AR at a drug concentration of less than 20 nM.
94. (withdrawn) A method according to claim 87, wherein said compound provides 50% maximal inhibition of AR at a drug concentration of less than 10 nM.

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95. (withdrawn) A method of treating cancer, comprising administering to a patient in need thereof an effective amount of a compound according to any one of claims 1, 40 or 41.

96. (withdrawn) A method of determining the presence of an androgen receptor (AR) in a cell or cell extract comprising: (a) labeling a compound according to any one of claims 1, 40 or 41; (b) contacting the cell or cell extract with said labeled compound; and (c) testing the contacted cell or cell extract to determine the presence of AR.

97. (withdrawn) A method for purifying a sample containing an androgen receptor *in vitro*, comprising: (a) contacting said sample with a compound according to any one of claims 1, 40 or 41; (b) allowing said compound to bind to said androgen receptor to form a bound compound/receptor combination; and (c) isolating said bound compound/receptor combination.